

Exhibit F

1

MARYLAND
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
301 W. PRESTON ST., BALTIMORE, MARYLAND 21201 / PHONE (410) 225-1340

THIS IS NOT
A BILL

THE ARTICLES OF MERGER
OF
EASTERN GAS & WATER INVESTMENT COMPANY
(A MD CORP.)
INTO
EASTERN GAS & WATER INVESTMENT COMPANY
(A DE CORP.) SURVIVOR

YOUR ACCOUNT NUMBER
WITH THIS OFFICE IS

D0228270

ACKNOWLEDGEMENT
NUMBER

111C3092333



HAVE BEEN RECEIVED AND APPROVED BY THE STATE DEPARTMENT OF ASSESSMENTS AND
TAXATION THIS 30TH DAY OF NOVEMBER, 1995, AT 11:29 A.M. AND
WILL BE RECORDED.

FEE PAID

AMOUNT

EXPEDITED FEE	50.00
RECORDING FEE	20.00
CERTIFIED COPY	18.00

IF COPIES OR CERTIFICATION WERE
ORDERED THEY WILL BE FORTHCOMING

TOTAL →

\$88.00

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

ARTICLES OF MERGER

BETWEEN

EASTERN GAS & WATER INVESTMENT COMPANY
(a Maryland corporation)

AND

EASTERN GAS & WATER INVESTMENT COMPANY
(a Delaware corporation)

FIRST: Eastern Gas & Water Investment Company, a Maryland corporation, and Eastern Gas & Water Investment Company, a Delaware corporation, agree to merge according to the provisions of the Agreement and Plan of Merger attached hereto as Exhibit "A" (the "Agreement and Plan of Merger") and as set forth herein.

SECOND: Eastern Gas & Water Investment Company, a corporation organized and existing under the laws of the State of Delaware, shall survive the merger and shall continue under the name Eastern Gas & Water Investment Company.

THIRD: The parties to these Articles of Merger are Eastern Gas & Water Investment Company, a corporation organized on October 27, 1995 under the general corporation laws of the State of Delaware (the "Surviving Corporation"), and Eastern Gas & Water Investment Company, a corporation organized on August 11, 1958 under the general corporation laws of the State of Maryland (the "Merging Corporation").

FOURTH: The principal office of the Merging Corporation in the State of Maryland is located in Snow Hill, Worcester County.

Neither the Merging Corporation nor the Surviving Corporation owns property in any county in the State of Maryland, the title to which could be affected by the recording of an instrument among the land records.

FIFTH: The principal office of the Surviving Corporation in the State of Delaware, the state of its incorporation, is located at 1105 N. Market Street, Suite 1300, P.O. Box 8985, Wilmington, Delaware 19899. The name and address

53388471

53388472

3770 0704

of its resident agent in Maryland is The Corporation Trust Incorporated, 32 South Street, Baltimore, Maryland 21202.

SIXTH: The total number of shares of all classes of stock which each corporation party to these Articles of Merger has the authority to issue and the number of shares of each class are as follows:

a) Surviving Corporation

The total number of shares of all classes of stock which the Surviving Corporation has authority to issue is 500 shares of common stock, par value \$.01 per share. The aggregate par value of all the shares of common stock having a par value is five dollars (\$5.00).

b) Merging Corporation

The total number of shares of stock which the Merging Corporation has authority to issue is 50,000 shares of common stock, par value \$1.00 per share. The aggregate par value of all shares of common stock having a par value is fifty thousand dollars (\$50,000.00).

SEVENTH: Upon the Effective Date, as hereinafter defined, the Merging Corporation shall be merged into the Surviving Corporation; and, thereupon, the Surviving Corporation shall possess any and all purposes and powers of the Merging Corporation; and all assets, including any legacies which it would have been capable of taking, shall be transferred to, vested in, and devolved upon the Surviving Corporation, without further act or deed, subject to all of the debts and obligations of the Merging Corporation. The manner and basis of converting the issued stock of the Merging Corporation shall be as set forth in the attached Agreement and Plan of Merger.

EIGHTH: The terms and conditions of the transaction described in these Articles of Merger were duly advised, authorized and approved by the Merging Corporation in the manner and by the vote required by the laws of the State of Maryland and the charter of the Merging Corporation, as follows:

a) The Board of Directors of the Merging Corporation, by written consent filed with the minutes of proceedings of the Board of Directors, adopted resolutions declaring that the transaction described herein was advisable and in the best interest of the corporation and directing that the proposed transaction be submitted for consideration and approval by the stockholders of the Merging Corporation.

b) The stockholders of the Merging Corporation adopted and approved the Agreement and Plan of Merger at a meeting duly called and held on November 27, 1995.

NINTH: The terms and conditions of the transaction described in these Articles of Merger were duly advised, authorized and approved by the Surviving Corporation, in the manner and by the vote required by the laws of the State of Delaware and the charter of the Surviving Corporation, as follows:

a) The Board of Directors of the Surviving Corporation, by written consent filed with the minutes of the proceedings of the Board of Directors, adopted resolutions declaring that the transaction described herein was advisable and in the best interest of the Surviving Corporation.

b) No vote of stockholders was necessary to authorize the merger inasmuch as no shares of stock have been issued by the Surviving Corporation.

TENTH: These Articles of Merger shall become effective on the later of the date on which the Certificate of Merger embodying the Agreement and Plan of Merger is filed in the State of Delaware and the date on which the Maryland Department of Assessment and Taxation accepts these Articles of Merger for record (the "Effective Date").

Each undersigned duly authorized officer acknowledges these Articles of Merger to be the corporate act of the respective corporate party on whose behalf he has signed, and further, as to all matters or facts required to be verified under oath, each such officer certifies that to the best of his knowledge, information and belief, these matters and facts relating to the corporation on whose behalf he has signed are true in all material respects and that this statement is made under the penalties of perjury.

IN WITNESS WHEREOF, these Articles of Merger have been
duly executed by the parties hereto this 28th day of November,
1995.

ATTEST:

EASTERN GAS & WATER INVESTMENT
COMPANY, a Delaware corporation

Linda A King
Secretary

By: [Signature]
President

(SEAL)

ATTEST:

EASTERN GAS & WATER INVESTMENT
COMPANY, a Maryland corporation

Linda A King
Secretary

By: [Signature]
President

(SEAL)

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made as of this the 28th day of November, 1995, by and between EASTERN GAS & WATER INVESTMENT COMPANY, a Delaware corporation ("Surviving Co." or the "Delaware Corporation"), and EASTERN GAS & WATER INVESTMENT COMPANY, a Maryland corporation (the "Merging Corporation" or the "Maryland Corporation") (Surviving Co. and the Merging Corporation are sometimes jointly called the "Constituent Corporations").

W I T N E S S E T H :

WHEREAS, the corporate and tax laws of the State of Delaware afford maximum flexibility, efficiency and profitability to a corporation in the management of its business and affairs; and

WHEREAS, the Delaware Corporation has been organized under the laws of the State of Delaware for the purpose of effecting the reincorporation of the Maryland Corporation in the State of Delaware pursuant to the merger ("Merger") contemplated herein; and

WHEREAS, it is the intention that the Merger shall constitute a tax-free reorganization, as defined in Sections

EXHIBIT "A"

2770 0708

368(a)(1)(A) and (F) of the Internal Revenue Code of 1986, as amended, and that this Agreement and Plan of Merger shall also constitute a Plan of Reorganization; and

WHEREAS, no shares have been issued by the Surviving Corporation.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein set forth, the parties hereto, each intending to be legally bound hereby, do hereby agree as follows:

ARTICLE I

In accordance with the statutory merger provisions of the Maryland General Corporation Law and the General Corporation Law of Delaware and the terms and conditions herein provided, the Merging Corporation shall be merged into Surviving Co., and the separate existence of the Merging Corporation shall cease on the Effective Date of the Merger (hereinafter defined), and thereupon, the Merging Corporation and Surviving Co. shall become a single corporation, which shall be Surviving Co., which shall survive the Merger and shall continue to exist under and be governed by the laws of the State of Delaware.

ARTICLE II

The Certificate of Incorporation of Surviving Co. in effect immediately prior to the Effective Date of the Merger

shall be and continue to be the Certificate of Incorporation of Surviving Co. until amended or repealed in accordance with its provisions and the provisions of applicable law.

ARTICLE III

The By-laws of Surviving Co. in effect immediately prior to the Effective Date of the Merger shall be and continue to be the By-laws of Surviving Co. until amended or repealed in accordance with their provisions and the provisions of the Certificate of Incorporation and applicable law.

ARTICLE IV

The Board of Directors and the Officers of Surviving Co. on the Effective Date of the Merger shall be and continue to be the Board of Directors and Officers of Surviving Co. until the expiration of their current terms and until their successors are elected and qualified, or until their prior resignation, removal or death.

ARTICLE V

On the Effective Date of the Merger each share of common stock of the Maryland Corporation issued and outstanding immediately prior to the Effective Date of the Merger shall be converted into one (1) share of common stock of Surviving Co. After the Effective Date of the Merger, each holder of an outstanding certificate or certificates representing shares of

common stock of the Merging Corporation immediately prior to the Effective Date of the Merger shall surrender the same to Surviving Co. and shall receive in exchange therefor a certificate or certificates representing the number of shares of Surviving Co. to which the shares of the Merging Corporation shall be converted. Until so surrendered, each stock certificate shall, by virtue of the Merger, be deemed for all purposes to evidence ownership of the number of shares of Surviving Co. to which the shares of the Merging Corporation represented by the certificate shall be converted.

ARTICLE VI

On the Effective Date of the Merger, Surviving Co. shall, to the extent consistent with its Certificate of Incorporation, succeed to and possess, without further act or deed, all the rights, privileges, powers and franchises, as well of a public as of a private nature, and being subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all and singular, the rights, privileges, powers and franchises of each of said corporations, and all property, real, personal and mixed, and all debts due each of the Constituent Corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of such corporations shall be vested in Surviving Co.; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the

property of Surviving Co. as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise, under the laws of the State of Delaware, in the Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of each of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to Surviving Co. and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it; and any action or proceeding, whether civil, criminal or administrative, pending by or against either of the Constituent Corporations shall be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding,

ARTICLE VII

The assets and liabilities of the Merging Corporation shall be recorded upon the books of Surviving Co. at the amounts at which they are carried on the books of the Merging Corporation immediately prior to the Effective Date of the Merger.

ARTICLE VIII

This Agreement and Plan of Merger shall be submitted to a vote of the shareholders of the Maryland Corporation as required by law. After approval of the Agreement and Plan of

Merger by the shareholders, (i) a Certificate of Merger shall be executed on behalf of Surviving Co. and shall be filed in the office of the Secretary of State of the State of Delaware, and (ii) Articles of Merger shall be executed on behalf of each of the Constituent Corporations and shall be filed in the office of the Maryland Department of Assessments and Taxation.

ARTICLE X

Surviving Co. shall assume and pay all expenses in connection with the Merger not already paid as of the Effective Date of the Merger.

ARTICLE X

This Agreement and Plan of Merger may be terminated and abandoned by the mutual consent of the Boards of Directors of the Constituent Corporations at any time before the Effective Date of the Merger, whether before or after approval of this Plan by the shareholders of the Maryland Corporation.

ARTICLE XI

A copy of the executed Agreement and Plan of Merger shall be on file at the principal place of business of the Surviving Corporation at 1105 N. Market Street, Suite.

ARTICLE XII

The Effective Date of the Merger shall be the date on which the Certificate of Merger is filed in the office of the Secretary of State of the State of Delaware. The officers of Surviving Co. are hereby authorized to specify another Effective Date if they consider it advisable.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to authority duly granted by its respective Board of Directors, has caused this Agreement and Plan of Merger to be executed by its President and attested by its Secretary and its corporate seal to be hereunto affixed, all as of the day and year first written.

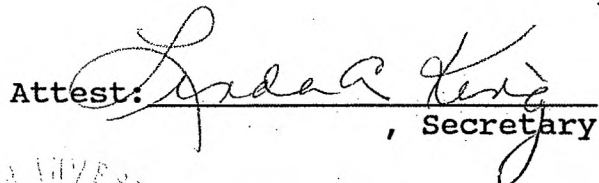
EASTERN GAS & WATER INVESTMENT
COMPANY, a Delaware Corporation

By: _____



_____, President

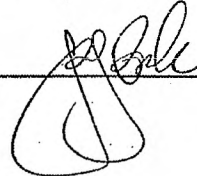
Attest: _____

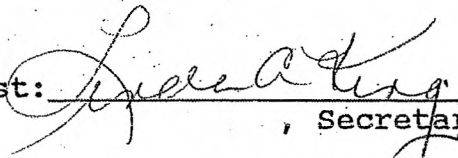

_____, Secretary

[Corporate Seal]

[Signatures Continued on Next Page]

EASTERN GAS & WATER INVESTMENT
COMPANY, a Maryland Corporation

By: , President

Attest: , Secretary
[Corporate Seal]

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"EASTERN GAS & WATER INVESTMENT COMPANY", A MARYLAND CORPORATION,

WITH AND INTO "EASTERN GAS & WATER INVESTMENT COMPANY" UNDER THE NAME OF "EASTERN GAS & WATER INVESTMENT COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF NOVEMBER, A.D. 1995, AT 10 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel, Secretary of State

2556180 8100M

AUTHENTICATION:

7728854

950277331

DATE:

11-30-95

CERTIFICATE OF MERGER

MERGING

EASTERN GAS & WATER INVESTMENT COMPANY,

a Maryland corporation,

into

EASTERN GAS & WATER INVESTMENT COMPANY,

a Delaware corporation

(Pursuant to Section 252 of the General
Corporation Law of the State of Delaware)

EASTERN GAS & WATER INVESTMENT COMPANY, a Delaware
corporation (the "Corporation"), hereby certifies that:

1. The names and states of incorporation of each of
the constituent corporations are:

(a) Eastern Gas & Water Investment Company, a
Maryland corporation; and

(b) Eastern Gas & Water Investment Company, a
Delaware corporation.

2. An Agreement and Plan of Merger (the "Plan of
Merger") has been approved, adopted, certified, executed and
acknowledged by each of the constituent corporations in

accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The surviving corporation is a corporation of the State of Delaware.

4. The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

5. The executed Plan of Merger is on file at the principal place of business of the surviving corporation at 1105 N. Market Street, Suite 1300, P.O. Box 8985, Wilmington, Delaware 19899.

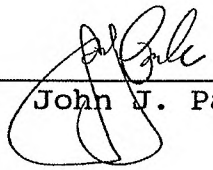
6. A copy of the Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of the constituent corporations.

7. The authorized capital stock of the merging corporation, which is not a Delaware corporation, is 50,000 shares of Common Stock, \$1.00 par value per share.

8. This Certificate of Merger shall be effective upon filing in the office of the Secretary of State.

IN WITNESS WHEREOF, Eastern Gas & Water Investment Company, a Delaware corporation, has caused this Certificate of Merger to be signed by a duly authorized officer this 28th day of November, 1995.

EASTERN GAS & WATER INVESTMENT
COMPANY, a Delaware corporation

By: _____
John J. Park, President

STATE OF MARYLAND

404487

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

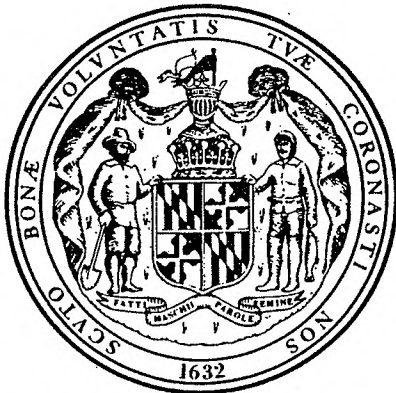
301 West Preston Street Baltimore, Maryland 21201

DATE: DECEMBER 01, 1995

THIS IS TO ADVISE YOU THAT THE ARTICLES OF MERGER FOR
EASTERN GAS & WATER INVESTMENT COMPANY (DE)--SURVIVOR AND EASTERN GAS &
WATER INVESTMENT COMPANY (MD)--MERGING OUT
WERE RECEIVED AND APPROVED FOR RECORD ON NOVEMBER 30, 1995 AT 11:29 AM.

FEE PAID:

88.00



JOSEPH V. STEWART
CHARTER SPECIALIST